

June 23, 2020

To,
The Corporate Relationship Manager
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400001

Ref : Scrip Code – 508918

Dear Sirs,

Sub: Audited Financial Results for the quarter and year ended March 31, 2020

This is to inform you that the Company's Board has in its meeting held on June 23, 2020 approved the Audited Financial Results (standalone and consolidated) of the Company for the quarter and year ended March 31, 2020. The aforesaid meeting of the Board of Directors commenced at 3.00 p.m. and concluded at 3.55 p.m.

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of the Audited Financial Results (standalone and consolidated) of the Company for the quarter and year ended March 31, 2020 alongwith the Auditors Report carried out by the Statutory Auditors of the Company.

Further pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we hereby declare that the Statutory Auditors of the Company, M/s. A.T. Jain & Co., Chartered Accountants (Firm Registration No. 103886W) have issued an Audit Report with unmodified opinion on Audited Financial Results (standalone and consolidated) of the Company for the quarter and year ended March 31, 2020.

In accordance with the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, granting relaxation from the provisions of Regulation 47 of the SEBI Listing Regulations, 2015, therefore the aforesaid results will not be published in the newspapers.

We request you to take the same on record and acknowledge receipt.

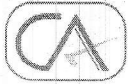
Thanking You,

Yours faithfully,
For Greycells Education Limited


Dharmesh Parekh
Company Secretary



Encl : as above



Independent Auditor's Report on Audited Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as Amended)

To the Board of Directors of Greycells Education Limited

Opinion

We have audited the accompanying statement of standalone annual financial results ('the Statement') of GREYCELLS EDUCATION LIMITED ('the Company') for the quarter ended 31st March 2020 and year to date results for the period 1st April 2019 to 31st March 2020, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by the SEBI from time to time.

In our opinion and to the best of our information and according to the explanations given to us, the Statements:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations, read with SEBI Circular CIR/CFD/CMD1/80/2019 dated 19 July 2019 in this regard; and
- ii. gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the Standalone net loss after tax and other comprehensive income and other financial information of the company, for the quarter ended 31st March 2020 as well as the year to date results for the period from 1st April 2019 to 31st March 2020.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Statement section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.





Emphasis of Matter

We draw attention to Note No. 4 to standalone audited results, which states that no impairment of cost of investment in the wholly owned subsidiary- EMDI (Overseas) FZ LLC, Dubai, has been provided in the statements for the reasons stated in the note.

Our Opinion is not modified in respect of this matter.

Management's and Those Charged with Governance Responsibilities for the Statement

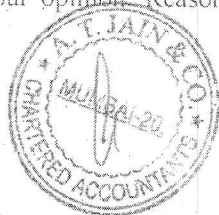
This Statement has been prepared on the basis of the standalone annual financial statements. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive income and other financial information of the Company in accordance with the accounting principles generally accepted in India including Ind AS prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations including SEBI Circular. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors of the Company is responsible for assessing the ability of the respective Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing Company's Financial Reporting process.

Auditor's Responsibilities for the Audit of the Statement

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a





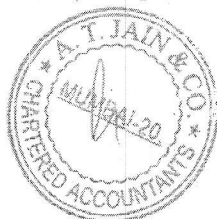
guarantee that an audit conducted in accordance with Standards on Auditing, specified under section 143(10) of the Act, will always detect a material misstatement, when it exists. Misstatements can arise from fraud or error, and are considered material if, individually, or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.

As part of an audit in accordance with the Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company have adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company, to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.





Other Matter

The Statement includes the financial results for the quarter ended 31 March 2020, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, which were subject to limited review by us.

For A.T. Jain and Co.
(Chartered Accountants)
FRN : 103886W

A handwritten signature in black ink, appearing to read 'S.T. Jain'.

S.T Jain
(Partner)
Membership. No. 33809



UDIN:- 20033809AAAACG8876

Place - Mumbai
Date - 23rd June, 2020

GREYCELLS EDUCATION LIMITED

Regd. Office : 301, 3rd Floor, Nehru Road, Vile Parle (East), Mumbai - 400 057

CIN NO: L65910MH1983PLC030838 Website: www.greycellsltd.com

Email ID:companysecretary@greycellsltd.com Contact No.022-2663 6362

STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2020

Rs. In lakhs, (except share and per share data, unless otherwise stated)

| Sr No. | Particulars | Quarter ended | | | Year ended | |
|--------|--|------------------|---------------------|------------------|------------------|------------------|
| | | 31st March, 2020 | 31st December, 2019 | 31st March, 2019 | 31st March, 2020 | 31st March, 2019 |
| | | Audited | Unaudited | Audited | Audited | Audited |
| 1 | Revenue from operations | 77.24 | 85.95 | 76.58 | 277.42 | 268.41 |
| 2 | Other income | 20.07 | 9.23 | 7.52 | 46.06 | 31.00 |
| 3 | Total Income (1+2) | 97.31 | 95.18 | 84.10 | 323.48 | 299.41 |
| 4 | EXPENSES | | | | | |
| | Employee benefit expenses | 27.31 | 32.00 | 28.07 | 114.16 | 103.67 |
| | Depreciation and amortization expenses | 13.51 | 13.08 | 0.52 | 43.40 | 1.83 |
| | Finance Cost | 7.05 | 2.94 | 1.81 | 15.78 | 1.85 |
| | Other Expenses | 70.58 | 39.63 | 73.82 | 222.89 | 266.36 |
| | Total expenses | 118.45 | 87.65 | 104.22 | 396.23 | 373.71 |
| 5 | Profit/(loss) before items and tax (3-4) | (21.14) | 7.53 | (20.12) | (72.75) | (74.30) |
| 6 | Tax expense: | | | | | |
| | (1) Current tax | - | - | - | - | - |
| | (2) Deferred tax | (0.28) | 0.17 | (0.41) | (5.84) | (0.94) |
| 7 | Net Profit / (Loss) from ordinary activities after tax (5-6) | (21.42) | 7.70 | (20.53) | (78.59) | (75.24) |
| 8 | Extraordinary items (net of taxes) | - | - | - | - | - |
| 9 | Net Profit / (Loss) for the period (7-8) | (21.42) | 7.70 | (20.53) | (78.59) | (75.24) |
| 10 | Other Comprehensive (Loss)/Income | | | | | |
| | <i>A Items that will not be reclassified to profit or loss</i> | | | | | |
| | (1) Actuarial gains and losses on defined benefit plans (net of taxes) | 0.37 | 0.15 | 0.13 | 0.82 | 0.58 |
| | (2) Income tax relating to items that will not be reclassified to profit or loss | 0.09 | 0.04 | 0.03 | 0.21 | 0.15 |
| 11 | Total Comprehensive Income for the period (9+10) | (20.96) | 7.89 | (20.37) | (77.56) | (74.51) |
| 12 | Paid-up Equity Capital (Face Value of Rs.10/- per share) | 790.77 | 790.77 | 790.77 | 790.77 | 790.77 |
| 13 | Reserve Excluding Revaluation Reserve | - | - | - | 1,147.56 | 1,225.10 |
| 14 | Earning Per Share (before Extraordinary items)(of Rs.10/- each) (not annualized) | | | | | |
| | (1) Basic | (0.27) | 0.10 | (0.26) | (0.99) | (0.95) |
| | (2) Diluted | (0.27) | 0.10 | (0.26) | (0.99) | (0.95) |
| 15 | Earning Per Share (after Extraordinary items)(of Rs.10/- each) (not annualized) | | | | | |
| | (1) Basic | (0.27) | 0.10 | (0.26) | (0.99) | (0.95) |
| | (2) Diluted | (0.27) | 0.10 | (0.26) | (0.99) | (0.95) |

See accompanying notes to the financial statements

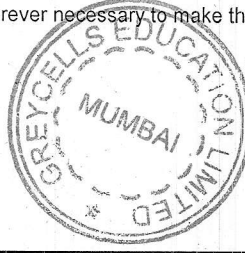
Notes:

- The above financial results were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on 23rd June, 2020
- Since the students intake is once in a year, the results of any quarter may not be truly indicative of quarter to quarter/ annual performance.
- The Company is presently operating in a single segment of vocational education in Media, Entertainment and Sports Management therefore reporting of segment wise information as per Ind AS - 108 Segment Reporting is not applicable.
- No provision for impairment of the investments in its wholly owned subsidiary - EMDI (Overseas) FZ LLC has been made in the financial results, as the management is expecting the positive trends in the results of the subsidiary on going concern basis.
- The Company has adopted Ind As 116 "Leases" effective April 1, 2019 (transition date) using modified retrospective approach by adjusting the opening retained earnings as at April 1, 2019. Accordingly company is not required to restate the comparative information for the year ended March 31, 2019 and quarter and year ended March 31, 2019. The effect of adoption of this standard does not have any material impact on the retained earnings as at April 1, 2019, earning per share and on the financial results of the current quarter and year ended March 31, 2020 and Nine months ended 31st December, 2019 and has been appropriately dealt with in these results.
- These financial results have been prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013. The date of transition to Ind AS is 1st April, 2016. These results have been prepared in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated 5th July, 2016.
- The Company has considered the possible effects that may result from the Covid-19 pandemic on the carrying value of assets. It has internally performed sensitivity analysis on basis of certain assumptions and current estimates, basis which it has made adjustment in the Balance Sheet as on 31st March, 2020, wherever required and the rest are reflecting at carrying amount as at 31st March 2020, are fully recoverable as on reporting date. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the company, as at the date of approval of these financial results has used internal and external sources of information to assess the expected future performance. The actual impact of Covid-19 pandemic will reflect in the Financial Year 2020-21.



Ashwani Kumar

- 8 The Taxation Laws (Amendment) Act, 2019 has inserted new section 115BAA in the Income Tax Act, 1961, which gives domestic companies a non-reversible option to pay corporate tax at reduced rate, subject to certain conditions. Such option can be exercised for the Financial Year 2019-20 or any subsequent financial years. The Financial statements of the company for the year ended March 31, 2020 has been prepared considering the old corporate tax rate. The Company is not exercising the option as given under section 115BAA and continuing to follow the normal tax rate as per Income Tax Act, 1961.
- 9 Previous period figures have been regrouped/recast wherever necessary to make them comparable.



For and on behalf of the Board

Ashwani Kumar Singh

Ashwani Kumar Singh
Executive Director
DIN : 03388771

Place : Mumbai
Date : 23rd June, 2020

GREYCELLS EDUCATION LIMITED

Regd. Office : 301, 3rd Floor, Nehru Road, Vile Parle (East), Mumbai - 400 057

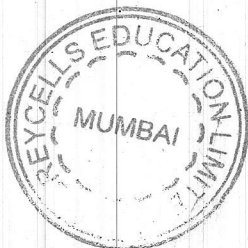
CIN No: L65910MH1983PLC030838 Website: www.greycellsltd.com

Email ID:companysecretary@greycellsltd.com Contact No.022-2663 6362

STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH 2020

Rs. In Lakhs

| Particulars | As at 31.03.2020 | As at 31.03.2019 |
|--|------------------|------------------|
| | <i>Audited</i> | <i>Audited</i> |
| I ASSETS | | |
| (1) Non-current assets | | |
| (a) Property, Plant and Equipment | 200.17 | 1.64 |
| (b) Intangible assets | 0.69 | 1.04 |
| (c) Non-current financial assets | | |
| (i) Investments | 1,809.95 | 1,809.95 |
| (ii) Long-term loans | 135.00 | 150.00 |
| (d) Deferred tax Assets (Net) | 17.08 | 22.70 |
| (e) Other non-current tax assets | 0.17 | 5.90 |
| (f) Other non-current assets | 4.67 | - |
| | 2,167.73 | 1,991.23 |
| (2) Current assets | | |
| (i) Investments | - | 9.28 |
| (ii) Trade receivables | 6.38 | 2.33 |
| (iii) Cash and cash equivalents | 10.31 | 16.27 |
| (iv) Short-term loans and advances | 187.91 | 143.93 |
| (v) Other current financial assets | 3.92 | 1.73 |
| (b) Other current assets | 19.03 | 42.09 |
| | 227.55 | 215.63 |
| Total Assets | 2,395.28 | 2,206.86 |
| II EQUITY AND LIABILITIES | | |
| (a) Equity Share capital | 790.81 | 790.81 |
| (b) Other Equity | 1,147.56 | 1,225.10 |
| | 1,938.37 | 2,015.91 |
| LIABILITIES | | |
| (1) Non-current liabilities | | |
| (a) Financial Liabilities | | |
| (i) Borrowings | 162.28 | 71.48 |
| (b) Long-term provisions | 12.75 | 10.50 |
| (c) Other Non-current liabilities | 182.84 | 1.75 |
| | 357.87 | 83.73 |
| (2) Current liabilities | | |
| (a) Financial Liabilities | | |
| (i) Trade payables | 31.19 | 19.36 |
| (ii) Other current financial liabilities | 64.41 | 79.55 |
| (b) Short-term provisions | 1.06 | 0.31 |
| (c) Other current liabilities | 2.38 | 8.00 |
| | 99.04 | 107.22 |
| Total Equity and Liabilities | 2,395.28 | 2,206.86 |



Ashwan Kumar

GREYCELLS EDUCATION LIMITED

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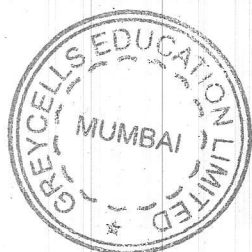
Email ID: companysecretary@greycellsltd.com Contact No.022-2663 6362

STATEMENT OF STANDALONE CASH FLOWS FOR YEAR ENDED 31ST MARCH, 2020

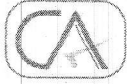
| Particulars | Year Ended | |
|--|-----------------|-----------------|
| | 31st March 2020 | 31st March 2019 |
| Cash flow from operating activities | | |
| Net Profit/ (Loss) before Tax | (72.74) | (74.31) |
| Adjustments for: | | |
| Depreciation, amortisation, impairment and obsolescence (net) | 43.40 | 1.83 |
| Interest Income | (30.85) | (28.97) |
| Interest on Loan Taken | 15.24 | 1.37 |
| Profit on sale of investment (including fair valuation) | (0.91) | (1.47) |
| Payables written back | - | (0.14) |
| Effects of exchange fluctuations (net) | (14.11) | 6.59 |
| Provision for Doubtful Debts | 27.03 | - |
| Operating profit before working capital changes | (32.94) | (95.10) |
| Adjustments for: | | |
| (Increase)/decrease in trade and other receivables | 14.34 | 2.25 |
| Increase/(decrease) in trade payables and customer advances | 175.98 | 17.54 |
| Cash generated / (used in) operations | 190.32 | 19.79 |
| Direct taxes refund/(paid) [net] | 5.73 | 6.67 |
| Net Cash from Operating Activities | 163.11 | (68.64) |
| Cash Flow from Investing Activities | | |
| Purchase of Fixed Assets | (241.59) | (1.22) |
| (Purchase) / Sale of Investements | 10.19 | (69.44) |
| Deposits/Loan (given) - Subsidiary, associates, joint ventures & third parties | (13.23) | 77.98 |
| Net Cash Used in Investing Activities | (244.63) | 7.32 |
| Cash Flow from Financing Activities | | |
| Loan Taken during the year | 75.56 | 70.11 |
| Net Cash from Financing Activities | 75.56 | 70.11 |
| Net (decrease)/increase in cash and cash equivalents (A + B + C) | (5.96) | 8.79 |
| Cash and cash equivalents at beginning of the year | 16.27 | 7.49 |
| Cash and cash equivalents at end of the year | 10.31 | 16.28 |
| Components of Cash and Cash Equivalents: | | |
| Cash on Hand | 1.68 | 1.18 |
| Balance with bank | 8.63 | 15.10 |
| Other bank balances | 10.31 | 16.28 |

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (Ind AS) 7 - "Cash Flow Statement".
2. Purchase of Fixed Assets Includes Effects of Addition to Fixed Assets i.e. Premises as per Ind As - 116 "Leases".
3. Previous year figures has been re-grouped and rearranged wherever necessary.



Ashwani Kumar



Independent Auditor's Report on Consolidated Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as Amended)

To the Board of Directors of Greycells Education Limited

Opinion

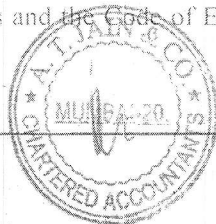
We have audited the accompanying consolidated annual financial results ('the Statement') of Greycells Education Limited ('the Holding Company') and its subsidiaries EMDI (Overseas) FZ LLC (the Holding Company and its subsidiaries together referred to as 'the Group') for the quarter and year ended 31 March 2020, attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by the SEBI from time to time.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate audited financial statements/financial information of the subsidiary, the aforesaid Statement:

- i. Include the annual financial results of EMDI (Overseas) FZ LLC - Subsidiary
- ii. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations, read with SEBI Circular CIR/CFD/CMDI/80/2019 dated 19 July 2019 in this regard; and
- iii. gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the consolidated net loss and other comprehensive income and other financial information of the Group for the year ended 31 March 2020.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Statement* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and





that obtained by us and the other auditors in terms of their reports referred to in "Other Matter" paragraph below is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note No.6 to consolidated audited results, which states although the wholly owned subsidiary- EMDI (Overseas) FZ LLC, Dubai has accumulated losses, the same has been consolidated on the going concern basis for the reasons stated in the said note.

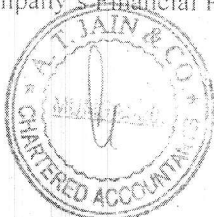
Our Opinion is not modified in respect of that matter

Board of Directors' Responsibility for the Consolidated Financial Results

The Statement have been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the consolidated net loss and other comprehensive income, and other financial information of the Group in accordance the Ind AS prescribed under section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations, including SEBI Circular. The respective Board of Directors of the companies included in the Group, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively, for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results, that give a true and fair view and are free from material misstatement, whether due to fraud and error. These financial results have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies are also responsible for overseeing Company's Financial Reporting process.





Auditor's Responsibilities for the Audit of the Statement

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing, specified under section 143(10) of the Act, will always detect a material misstatement, when it exists. Misstatements can arise from fraud or error, and are considered material if, individually, or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.

As part of an audit in accordance with the Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company have adequate internal financial controls system with reference to financial statement in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the group to express an opinion on consolidated financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results which have been audited by other auditors, such other auditors remain responsible





for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Statement, of which we are the independent auditors, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with circular issued by SEBI under Regulation 33(8) of the Listing Regulations, to the extent applicable.

Other matter

The statement includes the audited financial result of one subsidiary whose financial statement/ financial information reflects Group share of total assets of 103.33 Lakhs as at 31 March 2020, Group's share of total revenues of Rs 78.65 Lakhs and Rs 264.47 Lakhs for the quarter and year ended 31st March 2020 respectively and Group's share of net loss after tax of Rs 1.65 Lakhs and Rs 37.72 Lakhs for the quarter and year ended 31st March 2020 respectively whose financial statements/financial information have been audited by their respective auditors.

Further the subsidiary is located outside India, whose annual financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries, and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiary from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India, if applicable. We have audited these conversion adjustments made by the Holding Company's management. Our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and an associate, is based on the audit report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

The independent auditors report on financial statement/financial information/financial results/ of the entity have been furnished to us and our opinion on the statement, in so far as it relates to the amounts and disclosures included in respect of this entity, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.





Our opinion is not modified in respect of this matter

The Statement includes the financial results for the quarter ended 31st March 2020, being the balancing figures between the audited figures in respect of the full financial year ended 31st March 2020 and the published unaudited year to date figures up to the third quarter of the current financial year, which were subject to limited review by us.

For A.T. Jain and Co.
(Chartered Accountants)

FRN : 103886W

A handwritten signature in black ink, appearing to read 'S.T. Jain'.

S.T Jain
(Partner)

Membership. No. 33809



UDIN:- 20033809AAAACH6585

Place - Mumbai

Date - 23rd June, 2020

GREYCELLS EDUCATION LIMITED

Regd. Office : 301, 3rd Floor, Nehru Road, Vile Parle (East), Mumbai - 400 057

CIN NO: L65910MH1983PLC030838 Website: www.greycellsLtd.com

Email ID:companysecretary@greycellsLtd.com Contact No.022-2663 6362

STATEMENT OF CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2020

Rs. In lakhs, (except share and per share data, unless otherwise stated)

| Sr No. | Particulars | Quarter ended | | | Year ended | |
|--------|--|------------------|---------------------|------------------|------------------|------------------|
| | | 31st March, 2020 | 31st December, 2019 | 31st March, 2019 | 31st March, 2020 | 31st March, 2019 |
| | | Audited | Unaudited | Audited | Audited | Audited |
| 1 | Revenue from operations | 172.15 | 162.16 | 162.24 | 558.16 | 575.17 |
| 2 | Other income | 1.65 | 8.18 | 1.10 | 71.97 | 29.57 |
| 3 | Total Income (1+2) | 173.80 | 170.34 | 163.34 | 630.13 | 604.74 |
| 4 | EXPENSES | | | | | |
| | Employee benefit expenses | 52.16 | 56.73 | 66.64 | 219.61 | 251.18 |
| | Depreciation and amortization expenses | 14.04 | 13.50 | 0.97 | 45.24 | 3.55 |
| | Finance Cost | 8.19 | 12.67 | 5.72 | 19.94 | 5.76 |
| | Other expenses | 115.04 | 105.51 | 221.01 | 457.18 | 628.12 |
| | Total expenses | 189.43 | 188.41 | 294.34 | 741.97 | 888.61 |
| 5 | Profit/(loss) before share of profit/(loss) of joint ventures, exceptional item and tax (3-4) | (15.63) | (18.07) | (131.00) | (111.84) | (283.87) |
| 6 | Exceptional Items | - | - | - | - | - |
| 7 | Profit/(Loss) before share of profit/loss of joint ventures and tax (5+6) | (15.63) | (18.07) | (131.00) | (111.84) | (283.87) |
| 8 | Tax expense: | | | | | |
| | (1) Current tax | - | - | - | - | - |
| | (2) Deferred tax | (0.28) | 0.17 | (0.41) | (5.84) | (0.94) |
| 9 | Net Profit / (Loss) from ordinary activities after tax and before share of Profit / (Loss) of joint ventures (7-8) | (15.91) | (17.90) | (131.41) | (117.68) | (284.81) |
| 10 | Share of profit/(loss) of associates and joint ventures | - | - | - | - | - |
| 11 | Net Profit / (Loss) for the period (10+11) | (15.91) | (17.90) | (131.41) | (117.68) | (284.81) |
| 12 | Other Comprehensive (Loss)/Income | | | | | |
| | <i>A Items that will not be reclassified to profit or loss</i> | | | | | |
| | actuarial gains and losses on defined benefit plans (net of taxes) | 0.37 | 0.15 | 0.13 | 0.82 | 0.58 |
| | Income tax relating to items that will not be reclassified to profit or loss | 0.09 | 0.04 | 0.03 | 0.21 | 0.15 |
| | <i>B Items that will be reclassified to profit or loss</i> | | | | | |
| | Exchange differences on translation of foreign operations | 14.81 | (0.55) | 5.75 | 17.72 | 4.91 |
| 13 | Total Comprehensive Income for the period (12+13) | (0.64) | (18.26) | (125.50) | (98.93) | (279.17) |
| 14 | Paid-up Equity Capital (Face Value of Rs.10/- per share) | 790.77 | 790.77 | 790.77 | 790.77 | 790.77 |
| 15 | Reserve Excluding Revaluation Reserve | - | - | - | 994.68 | 1,129.04 |
| 16 | Earning Per Share (before Extraordinary items)(of Rs.10/- each) (not annualized) | | | | | |
| | (1) Basic | (0.20) | (0.23) | (1.66) | (1.49) | (3.60) |
| | (2) Diluted | (0.20) | (0.23) | (1.66) | (1.49) | (3.60) |
| 17 | Earning Per Share (after Extraordinary items)(of Rs.10/- each) (not annualized) | | | | | |
| | (1) Basic | (0.20) | (0.23) | (1.66) | (1.49) | (3.60) |
| | (2) Diluted | (0.20) | (0.23) | (1.66) | (1.49) | (3.60) |

See accompanying notes to the financial statements

Notes:

- The above financial results were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on 23rd June, 2020
- Since the students intake is once in a year, the results of any quarter may not be truly indicative of quarter to quarter/ annual performance.
- The consolidated results include the wholly owned subsidiary - EMDI (Overseas) FZ LLC, whose results have been consolidated as per Ind AS 110.
- The Company has adopted Ind AS 116 "Leases" effective April 1, 2019 (transition date) using modified retrospective approach by adjusting the opening retained earnings as at April 1, 2019. Accordingly company is not required to restate the comparative information for the year ended March 31, 2019 and quarter and year ended March 31, 2019. The effect of adoption of this standard does not have any material impact on the retained earnings as at April 1, 2019, earning per share and on the financial results of the current quarter and Nine months ended 31st December, 2019 and year ended March 31, 2020 has been appropriately dealt with in these results.
- These financial results have been prepared in accordance with the Companies (Indian Accounting Standard) Rules 2015, (Ind AS) prescribed under Section 133 of the Companies Act, 2013. The date of transition to Ind AS is 1st April, 2016. These results have been prepared in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated 5th July, 2016.



Ashwani Kumar

- 6 The financial result of the 100% subsidiary - EMDI (Overseas) FZ LLC is consolidated in the above financial statement as a going concern basis as the management is expecting the positive trends in the results of the subsidiary.
- 7 The Company has considered the possible effects that may result from the Covid-19 pandemic on the carrying value of assets. It has internally performed sensitivity analysis on basis of certain assumptions and current estimates, basis which it has made adjustment in the Balance Sheet as on 31st March, 2020, wherever required and the rest are reflecting at carrying amount as at 31st March 2020, are fully recoverable as on reporting date. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the company, as at the date of approval of these financial results has used internal and external sources of information to access the expected future performance. The actual impact of Covid-19 pandemic will reflect in the Financial Year 2020-21.

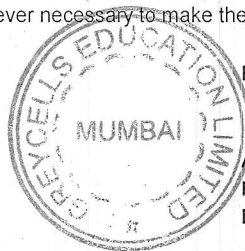
- 8 Following are the particulars of the Company (on standalone basis) :

| Particulars | Quarter ended | | | Year ended | |
|-----------------------------------|------------------|---------------------|------------------|------------------|------------------|
| | 31st March, 2020 | 31st December, 2019 | 31st March, 2019 | 31st March, 2020 | 31st March, 2019 |
| | Audited | Unaudited | Audited | Audited | Audited |
| Revenue from Operations | 77.24 | 85.95 | 76.58 | 277.42 | 268.41 |
| Profit/(Loss) before tax | (21.14) | 7.53 | (20.12) | (72.75) | (74.30) |
| Profit/(Loss) after tax | (21.42) | 7.70 | (20.53) | (78.59) | (75.24) |
| Total Comprehensive Income/(Loss) | (20.96) | 7.89 | (20.37) | (77.56) | (74.51) |

- 9 The Group is presently engaged in the business of vocational education in Media, Entertainment and Sports Management. The Geographical segments have been identified as primary segment and reported as per Ind AS-108 Segment Reporting as below:

| Particulars | Quarter ended | | | Year ended | |
|---|------------------|---------------------|------------------|------------------|------------------|
| | 31st March, 2020 | 31st December, 2019 | 31st March, 2019 | 31st March, 2020 | 31st March, 2019 |
| Segment Revenue | | | | | |
| a. India | 77.24 | 85.95 | 76.58 | 277.42 | 268.41 |
| b. International | 94.91 | 76.21 | 85.66 | 280.74 | 306.76 |
| Total | 172.15 | 162.16 | 162.24 | 558.16 | 575.17 |
| Less: Inter Segment Revenue | - | - | - | - | - |
| Revenue From Operations | 172.15 | 162.16 | 162.24 | 558.16 | 575.17 |
| Segment Result | | | | | |
| a. India | (41.21) | (1.70) | (27.64) | (118.81) | (105.30) |
| b. International | 23.93 | (24.55) | (104.46) | (65.00) | (208.14) |
| Total | (17.28) | (26.25) | (132.10) | (183.81) | (313.44) |
| Add: Other Income | 1.65 | 8.18 | 1.10 | 71.97 | 29.57 |
| Less: (i) Interest | - | - | - | - | - |
| (ii) other Un-allocable expenditure net off un-allocable income | - | - | - | - | - |
| Add: Exceptional Items | - | - | - | - | - |
| Total Profit/(Loss) before Tax | (15.63) | (18.07) | (131.00) | (111.84) | (283.87) |
| Segment Assets | | | | | |
| a. India | 414.42 | 467.81 | 110.93 | 414.42 | 110.93 |
| b. International | 99.41 | 119.74 | 105.89 | 99.41 | 105.89 |
| c. Unallocated | 1,924.05 | 1,924.06 | 2,082.70 | 1,924.05 | 2,082.70 |
| Total | 2,437.88 | 2,511.61 | 2,299.52 | 2,437.88 | 2,299.52 |
| Segment Liabilities | | | | | |
| a. India | 456.91 | 510.78 | 190.95 | 456.91 | 190.95 |
| b. International | 195.48 | 179.26 | 188.72 | 195.48 | 188.72 |
| c. Unallocated | - | - | - | - | - |
| Total | 652.39 | 690.04 | 379.67 | 652.39 | 379.67 |

- 10 Previous period figures have been regrouped/ recast wherever necessary to make them comparable.



For and on behalf of the Board

Ashwani Kumar Singh
Executive Director
DIN : 03388771

Place : Mumbai
Date : 23rd June, 2020

GREYCELLS EDUCATION LIMITED

Regd. Office : 301, 3rd Floor, Nehru Road, Vile Parle (East), Mumbai - 400 057

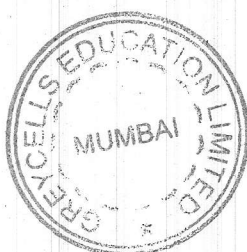
CIN No: L65910MH1983PLC030838 Website: www.greycellsLtd.com

Email ID:companysecretary@greycellsLtd.com Contact No.022-2663 6362

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH 2020

Rs. In Lakhs

| Particulars | <i>As at 31.03.2020</i> | <i>As at 31.03.2019</i> |
|--|-------------------------|-------------------------|
| | <i>Audited</i> | <i>Audited</i> |
| I ASSETS | | |
| (1) Non-current assets | | |
| (a) Property, Plant and Equipment | 203.58 | 5.88 |
| (b) Intangible assets | 1,726.84 | 1,727.63 |
| (c) Non-current financial assets | | |
| (i) Investments | 199.92 | 199.92 |
| (ii) Long-term loans | 135.00 | 150.00 |
| (d) Deferred tax Assets (Net) | 17.08 | 22.70 |
| (e) Other non-current tax assets | 0.17 | 5.90 |
| (f) Other non-current assets | 4.67 | - |
| | 2,287.26 | 2,112.03 |
| (2) Current assets | | |
| (i) Investments | - | 9.28 |
| (ii) Trade receivables | 55.41 | 50.11 |
| (iii) Cash and cash equivalents | 27.95 | 36.13 |
| (iv) Short-term loans and advances | 17.00 | 18.32 |
| (v) Other current financial assets | 6.60 | 0.24 |
| (b) Other current assets | 43.66 | 73.41 |
| | 150.62 | 187.49 |
| | 2,437.88 | 2,299.52 |
| Total Assets | | |
| | 2,437.88 | 2,299.52 |
| II EQUITY AND LIABILITIES | | |
| (a) Equity Share capital | 790.81 | 790.81 |
| (b) Other Equity | 994.68 | 1,129.04 |
| | 1,785.49 | 1,919.85 |
| LIABILITIES | | |
| (1) Non-current liabilities | | |
| (a) Financial Liabilities | | |
| (i) Borrowings | 233.48 | 86.32 |
| (b) Long-term provisions | 20.62 | 41.54 |
| (c) Other Non-current liabilities | 182.84 | 1.75 |
| | 436.94 | 129.61 |
| (2) Current liabilities | | |
| (a) Financial Liabilities | | |
| (i) Trade payables | 63.12 | 45.63 |
| (ii) Other current financial liabilities | 148.54 | 196.12 |
| (b) Short-term provisions | 1.41 | 0.31 |
| (c) Other current liabilities | 2.38 | 8.00 |
| | 215.45 | 250.06 |
| | 2,437.88 | 2,299.52 |
| Total Equity and Liabilities | | |
| | 2,437.88 | 2,299.52 |



Ashwani Kumar

GREYCELLS EDUCATION LIMITED

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CIN NO: L65910MH1983PLC030838 Website: www.greycellsltd.com

Email ID: companysecretary@greycellsltd.com Contact No.022-2663 6362

STATEMENT OF CONSOLIDATED CASH FLOWS FOR YEAR ENDED 31ST MARCH, 2020

| Particulars | Year Ended | |
|--|-----------------|-----------------|
| | 31st March 2020 | 31st March 2019 |
| Cash flow from operating activities | | |
| Net Profit/ (Loss) before Tax | (111.84) | (283.86) |
| Adjustments for: | | |
| Depreciation, amortisation, impairment and obsolescence (net) | 45.24 | 3.55 |
| Interest Income | (15.73) | (26.36) |
| Interest on Loan Taken | 19.40 | 1.37 |
| Profit on sale of investment (including fair valuation) | (0.91) | (1.47) |
| Payables written back | (41.04) | (0.14) |
| Effects of exchange fluctuations (net) | (14.11) | - |
| Provision for Doubtful Debts | 27.03 | - |
| Operating profit before working capital changes | (91.96) | (306.91) |
| Adjustments for: | | |
| (Increase)/decrease in trade and other receivables | 19.21 | 6.73 |
| Increase/(decrease) in trade payables and customer advances | 167.42 | 15.71 |
| | 186.63 | 22.44 |
| Cash generated / (used in) operations | 94.67 | (284.47) |
| Direct taxes refund/(paid) [net] | 5.73 | 6.67 |
| Foreign Currency Translation reserve | (17.72) | (4.91) |
| Net Cash from Operating Activities | 82.68 | (282.71) |
| Cash Flow from Investing Activities | | |
| Purchase of Fixed Assets | (241.59) | (1.50) |
| (Purchase) / Sale of Investements | 10.19 | (71.63) |
| Deposits/Loan (given) - Subsidiary, associates, joint ventures & third parties | 12.78 | 205.76 |
| Net Cash Used in Investing Activities | (218.62) | 132.63 |
| Cash Flow from Financing Activities | | |
| Loan Taken during the year | 127.76 | 84.96 |
| Net Cash from Financing Activities | 127.76 | 84.96 |
| Net (decrease)/increase in cash and cash equivalents (A + B + C) | (8.18) | (65.12) |
| Cash and cash equivalents at beginning of the year | 36.13 | 101.27 |
| Cash and cash equivalents at end of the year | 27.95 | 36.15 |
| Components of Cash and Cash Equivalents: | | |
| Cash on Hand | 1.78 | 1.38 |
| Balance with bank | 26.17 | 34.77 |
| Other bank balances | 27.95 | 36.15 |

Notes :-

- 1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (Ind AS) 7 - "Cash Flow Statement".
- 2 Purchase of Fixed Assets Includes Effects of Addition to Fixed Assets i.e. Premises as per Ind As - 116 "Leases".
- 3 Previous year figures has been re-grouped and rearranged wherever necessary.



Ashwani Kumar

June 23, 2020

To,
The Corporate Relationship Manager
Department of Corporate Services
BSE Ltd.
P. J. Towers, Dalal Street,
Mumbai - 400001

Ref : Scrip Code – 508918

Dear Sir,

Sub: Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby declare that the Statutory Auditors of the Company, M/s. A. T. Jain & Co., Chartered Accountants (Firm Registration No. 103886W) have issued an Audit Report with unmodified opinion on Audited Financial Results (standalone and consolidated) of the Company for the quarter and year ended March 31, 2020.

For Greycells Education Limited



Ashwani Kumar Singh
Executive Director
DIN : 03388771